**FORM D** 

Name of Offering



1261328

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

(☐ check if this is an amendment and name has changed, and indicate change.)

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#### OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response . . . 1.00

SEC USE ONLY					
Prefix	Serial				
DATE	RECEIVED				

Yankee Hill Capital Fund, LP (the "Issuer")	_		- ,	
Filing Under (Check box(es) that apply):	Rule 504 🔲 Rule 505	XI Rule 506	☐ Section 4(6)	□ ULOE
Type of Filing:   New Filing	☐ Amendment			
	A. BASIC IDENTIFICATION	DATA	×	
Enter the information requested about the issuer				
Name of Issuer (☐ check if this Yankee Hill Capital Fund, LP	s is an amendment and name has c	nanged, and indic	cate change.)	
Address of Executive Offices (Number an 987 Pequot Avenue, Southport, Connecticut 0	nd Street, City, State, Zip Code) 6890		ephone Number (Includ 3) 259-0513	ding Area Code)
Address of Principal Business Operations (Number (if different from Executive Offices) Same as above			ephone Number (Include ne as above	ding Area Code)
Brief Description of Business To attempt to provide superior long-term retur research oriented approach similar to private e		vestment oppor	tunities in public con	mpanies utilizing a
Type of Business Organization  ☐ corporation	<ul><li>Imited partnership, already forr</li><li>Imited partnership, to be formed</li></ul>	ned 🗆	other please specify	PROCESSEL AUG 2 6 2003
Actual or Estimated Date of Incorporation or Organ	nization: Month/Year 4/03	☑ Actual	Dio Estimated & 2	AUG 2 0 2003
, ,	Enter two-letter U.S. Postal Service N for Canada; FN for other foreign	abbreviation for S	state: DE	THOMSON FINANCIAL
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in	•		•	• •

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, it received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

# State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

and the second s	A. BASIC IDEN	IFICATION DATA		
<ul> <li>Enter the information requested for the teach promoter of the issuer, if the information is a superior in the issuer;</li> <li>Each promoter of the issuer, if the information requested for the issuer;</li> </ul>	issuer has been organized wower to vote or dispose, or c	lirect the vote or disposition		
<ul><li>Each executive officer and director</li><li>Each general and managing partner</li></ul>	•	corporate general and mana	ging partners of partr	nership issuers; and
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☑ General and/or Managing Partner
Full Name (Last name first, if individual) Yankee Hill Capital GP, LLC (the "General	l Partner")			
Business or Residence Address (Numb 987 Pequot Avenue, Southport, Connection	per and Street, City, State, Z cut 06890	ip Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Weinbach, Peter				
Business or Residence Address (Numb c/o Yankee Hill Capital GP, LLC, 987 Pequ				
Check Box(es) that Apply: ☐ Promoter	🗵 Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Grano, Joe				
Business or Residence Address (Numb c/o UBS Paine Webber Inc., 1285 Avenue	per and Street, City, State, Z of America, 14 <sup>th</sup> Floor, New	ip Code) v York, New York 10019		
Check Box(es) that Apply: ☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Weinbach, Arthur				
Business or Residence Address (Numb 1 Twin Oaks, Short Hills, New Jersey 070	per and Street, City, State, Z 78	ip Code)		
Check Box(es) that Apply: ☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Weinbach, Lawrence				
Business or Residence Address (Numb 136 East 79 <sup>th</sup> Street, New York, New York	per and Street, City, State, Z 10021	ip Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	A CONTROL OF THE PROPERTY OF T			12 mg

Business or Residence Address (Number and Street, City, State, Zip Code)

	A. BASIC IDEN	TIFICATION DATA		
2. Enter the information requested for the	followina:	<u> </u>	<u></u>	
Each promoter of the issuer, if the		within the past five years;		
<ul> <li>Each beneficial owner having the p of the issuer;</li> </ul>	ower to vote or dispose, or	direct the vote or disposition	of, 10% or more of a	class of equity securities
Each executive officer and director	of corporate issuers and of	corporate general and man	aging partners of part	nership issuers; and
<ul> <li>Each general and managing partner</li> </ul>	er of partnership issuers.			
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	per and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply: ☐ Promoter	- □ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Numl	per and Street, City, State,	Zip Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	per and Street, City, State,	Zip Code)		
Check Box(es) that Apply: ☐ Promoter	□ Beneficial Owner .	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Num	per and Street, City, State,	Zip Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Num	per and Street, City, State,	Zip Code)		
Check Box(es) that Apply: ☐ Promoter	□ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Num	per and Street, City, State,	Zip Code)	A continue and the	

		- 400 - 100	and the same of th	В.	INFORM	ATION A	BOUT OF	FERING		general de la		
1. Ha	s the issue	r sold, or c						rs in this off	ering?			es No
2. W	hat is the m	inimum in	vestment th	at will be a	pendix, Col	m any indi	vidual?				\$'	区 * 500,000
3. Do	es the offe		(* <mark>Subject</mark> 1 t joint owne					Partner.)			Y	es No
		- ,	•	-	_						X	
co off an as	mmission o ering. If a d/or with a sociated pe	or similar person to state or sersons of s	remunerati be listed i states, list t uch a broke	on for soli s an assoc he name c er or deale	citation of ciated person of the broke	purchasers on or agen er or deale	s in conne it of a brok r. If more	id or given ction with er or deale than five (5 on for that b	sales of sering registere (i) persons	ecurities in d with the to be listed	the SEC	
		name first,	, if individu	al)								
	plicable.	dence Adı	dress (Nun	nber and S	Street City	State, Zin	Code)					
			<u> </u>									
Name	of Associa	ted Broke	r or Dealer	•								
States	in Which F	Person Lis	ted Has S	olicited or	Intends to	Solicit Pur	chasers					<del></del>
	(Check "	All States	" or check	individual	States)						i	☐ All States
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
			dress (Nun		Street, City	, State, Zip	Code)					
States	in Which F	Person Lis	ted Has S	olicited or	Intends to	Solicit Pur	chasers					
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		-					17					
Busine	ss or Resi	dence Ad	dress (Nun	nber and S	Street, City	, State, Zip	Code)					
Name	of Associa	ted Broke	r or Dealer	<u> </u>								
States	in Which F	Person Lis	sted Has S	olicited or	Intends to	Solicit Pur	chasers				·	<u>.</u>
			" or check								į	☐ All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \preceq \) and indicate the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Amount Already Aggregate Offering Price Sold Debt......\$ 0 \$ 0 0 Equity: \$ 0 \$ ☐ Common Preferred Convertible Securities (including warrants): ......\$ 1,000,000,000(a) \$ 3,600,000 Partnership Interests ......\$ (Specify \_\_\_\_\_\_) \$ Total \_\_\_\_\_\_\_ \$ 0 \$ Other (Specify \_\_ 1.000.000.000(a) \$ 3.600.000 Answer also in Appendix, Column 4, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors Accredited Investors 4 3,600,000 0 \$ 0 Non-accredited Investors. Total (for filings under Rule 504 only) ...... N/A N/A Answer also in Appendix, Column 3, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Type of Dollar Amount Security Sold Rule 505 None 0 <u>0</u> Regulation A..... None \$ <u>0</u> Rule 504 ..... None None 0 Total ..... a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. X \$ Transfer Agent's Fees ..... X \$ 2,500 Printing and Engraving Costs X \$ 35,000 Legal Fees..... $\boxtimes$ 7,500 Accounting Fees..... \$ X \$ Engineering Fees ..... $\mathbf{X}$ Sales Commissions (specify finders' fees separately)..... \$ Other Expenses (identify Filing Fees\_\_\_\_\_)...... $\boxtimes$ \$ 5,000 X \$ Total ..... 50,000

(a) Open-ended fund; estimated maximum aggregate offering amount.

C.	<b>OFFERING</b>	PRICE	, NUMBE	R OF	INVESTORS	EXPENSES A	AND USE	<b>OF PROCEEDS</b>

4. b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

s 999,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjustment gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payment Officers				[8
		Directors Affiliate	,		İ	Payments to Others
Salaries and fees	X	\$	<u>0</u>	X	\$	<u>0</u>
Purchase of real estate	X	\$	<u>0</u>	X	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	X	\$	<u>0</u>	X	\$	<u>0</u>
Construction or leasing of plant buildings and facilities	X	\$	<u>0</u>	X	\$	<u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	X	\$	<u>0</u>	図	\$	<u>0</u>
Repayment of indebtedness	X	\$	<u>0</u>	X	\$	<u>0</u>
Working capital	X	\$	<u>0</u>	X	\$	<u>0</u>
Other (specify): Portfolio Investments	X	\$	<u>0</u>	X	\$	<u>999,950,000</u>
Column Totals	X	\$	<u>0</u>	X	\$	999,950,000
Total Payments Listed (column totals added)	X		\$ <u>99</u>	99,95	0,00	<u>00</u>

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Yankee Hill Capital Fund, LP

Signature

Date

Daymonto to

8/21/03

Name (Print or Type)
Peter Weinbach

Title of Signer (Print or Type)

Managing Member of the General Partner